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This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the listing of Securities on the Growth Enterprise Market of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



北京北大青鳥環宇科技股份有限公司

Beijing Beida Jade Bird Universal Sci-Tech Company Limited

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 8095)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “Special General Meeting”) of the holders of Promoter Shares and H Shares of 北京北大青鳥環宇科技股份有限公司 (Beijing Beida Jade Bird Universal Sci-Tech Company Limited) (the “Company”) will be held at Room 301, Beida Jade Bird Building, No. 207 Chengfu Road, Haidian District, Beijing, the PRC at 11:00 a.m. on Friday, 19 August 2005 for the purpose of considering and, if thought fit, passing the following as an ordinary resolution:

ORDINARY RESOLUTION

THAT:

- (a) the conditional share transfer agreement (the “Share Transfer Agreement”) dated 24 March 2005 and entered into between 北京北大青鳥有限責任公司 (Beijing Beida Jade Bird Limited) (the “Vendor”) and the Company (a copy of which is produced to the meeting marked “A” and signed by the chairman of the meeting for the purposes of identification) in relation to, among other matters, the Acquisition (as defined in the circular (the “Circular”) of the Company to its shareholders dated 30 June 2005) (a copy of the Circular is produced to the meeting marked “B” and signed by the chairman of the meeting for the purposes of identification) be and it is hereby approved in all respects and all the transactions contemplated thereby be and they are hereby approved; and

- (b) the directors (the “Directors”) of the Company be and they are hereby authorised to take all actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and completion of the Share Transfer Agreement and the transactions contemplated thereby and all other matters incidental thereto or in connection therewith and to agree to the variation and waiver of any of the matters relating thereto that are, in the opinion of the Directors, not material to transactions contemplated thereby and are in the best interests of the Company.

By order of the board of directors
Xu Zhen Dong
Chairman

Beijing, the PRC, 30 June 2005

Notes:

- (A) The H Share register of the Company will be closed from Wednesday, 20 July 2005 to Friday, 19 August 2005 (both days inclusive), during which no transfer of H Shares will be effected. Any holders of H Shares of the Company, whose name appear on the Company’s H Share Register of Members at the close of business on Tuesday, 19 July 2005, are entitled to attend and vote at the Special General Meeting after completing the registration procedures for attending the meeting.

The address of the Company’s H Share registrar in Hong Kong, Hong Kong Registrars Limited, is as follows:

46th Floor, Hopewell Centre
183 Queen’s Road East
Hong Kong

(Fax no.: 2865-0990)

- (B) Holders of Promoter Shares or H Shares, who intend to attend the Special General Meeting, must complete the reply slips for attending the Special General Meeting and return them to the Company’s H Share registrar in Hong Kong, Hong Kong Registrars Limited, at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong (Fax No.(852) 2865-0990) (for holders of H Shares) or to the place of business of the Company in Beijing (for Promoter Shares) not later than 20 days before the date of the Special General Meeting, i.e. no later than Friday, 29 July 2005.

The place of business of the Company in Beijing:

3rd Floor, Beida Jade Bird Building
No. 207 Chengfu Road
Haidian District
Beijing 100871
PRC

Fax no: 86-10-62758434

- (C) Each holder of H Shares who has the right to attend and vote at the Special General Meeting is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on his behalf at the Special General Meeting. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll.

- (D) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorized in writing. If that instrument is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other documents of authorization, must be notarially certified.
- (E) To be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar in Hong Kong, Hong Kong Registrars Limited, the address of which is set out in Note (A) above, not less than 24 hours before the time for holding the Special General Meeting or any adjournment thereof in order for such documents to be valid.
- (F) Each holder of Promoter Shares is entitled to appoint in writing one or more proxies, whether a shareholder or not, to attend and vote on its behalf at the Special General Meeting. Notes (C) to (D) also apply to holders of Promoter Shares, except that the proxy form or other documents of authority must be delivered to the place of business of the Company in Beijing, the address of which is set out in Note (B) above, not less than 24 hours before the time for holding the Special General Meeting or any adjournment, thereof in order for such documents to be valid.
- (G) If a proxy attends the Special General Meeting on behalf of a shareholder, he should produce his identity card and the instrument signed by the proxy or his legal representative, and specifying the date of its issuance. If a legal person shareholder appoints its corporate representative to attend the Special General Meeting, such representative should produce his/her identity card and the notarised copy of the resolution passed by the Board of Directors or other authorities or other notarised copy of the licence issued by such legal person shareholder.
- (H) The Special General Meeting is expected to last for half a day. Shareholders attending the Special General Meeting are responsible for their own transportation and accommodation expenses.
- (I) Beijing Beida Jade Bird Limited, together with its associates (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules")), will abstain from voting in relation to the ordinary resolution as set out in the notice convening the Special General Meeting.
- (J) Pursuant to Rule 20.52 of the GEM Listing Rules, the vote of the Independent Shareholders (as defined in the Circular) to be cast at the Special General Meeting in relation to the ordinary resolution as set out in the notice convening the Special General Meeting shall be taken by poll.

As at the date of this announcement, Mr. Xu Zhen Dong, Mr. Xu Zhi Xiang and Mr. Zhang Wan Zhong are executive Directors, Mr. Lo Lin Shing, Simon, Mr. Liu Yong Jin, Mr. Hao Yi Long and Mr. Li Li Xin are non-executive Directors and Mr. Wang Chao Yong, Professor Nan Xiang Hao and Professor Chin Man Chung, Ambrose are independent non-executive Directors.

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